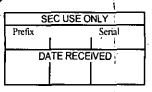
06065220

UNITED STATES
SECURITIES AND EXCHANGE COMMISSIONED
Washington, D.C. 205492

FORM DEC 1 2 2006

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION 1810
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| 130,2008 |
|----------|
| ,        |
| . 16.00  |
|          |



| Name of Offering ( check if this is an am  | endment and name ha  | s changed, and indica                                   | ite change.)                 | •  | *  |                          |
|--|--|---|------------------------------|--|--|--------------------------|
| AutoAgent Software, Inc. / Common Stoc   | k Offering   |   |                              | •  |  | <u> </u>                 |
| Filing Under (Check box(es) that apply):   | ☑ Rule 504   | ☐ Rule 505  | □ Rule 506                   | ☐ Section 4(6  | ) ULOE   |                          |
| Type of Filing:   New Filing   | ☐ Amendment  | •   |                              |  |  | 1                        |
|  | <del></del>  |   | , i                          |  |  | <u> </u>                 |
|  | A. B   | ASIC IDENTIFICA   | TION DATA                    |  |  |                          |
| 1. Enter the information requested about the   | issuer   |   | _ <u></u> :                  |  |  |                          |
| Name of Issuer ( check if this is an   | amendment and name   | e has changed, and in                                   | dicate change.)              | •  |  | 1                        |
| AutoAgent Software, Inc.   | <u></u>  |   | <u>'</u>                     | <u> </u>   | · .  | - 1                      |
| Address of Executive Offices   |  | umber and Street, Cit                                   | y, State, Zip Code)          |  | (Including Area Code)                          | -                        |
| 5106 N. Ravenswood Avenue, Suite 102 Address of Principal Business Operations  |  |   | State Cade                   | 773-784-0709 x201  |  |                          |
| (if different from Executive Offices)  | (N)  | umber and Street, Cit                                   | y, State, Zip Code)          | reteptione Number  | (Including Area Code)                          | i'                       |
| Brief Description of Business  | •  |   |                              |  |  |                          |
|  |  |   |                              | •  | •  | 1.                       |
| Creation and marketing of software pro   | ducts.   |   | I                            | F  | ROCESSED                                       |                          |
| Type of Business Organization  | <del></del>  |   |                              |  | TIONE 99FD                                     |                          |
| □ corporation  | ☐ limited partnersh  | ip, already formed                                      | Other (please                | e specify)   | 1411 0 0 0000                                  | <u></u> ] ·              |
| ☐ business trust   | ☐ limited partnersh  | ip, to be formed  | 1 4.                         |  | JAN 0 3 2006 E                                 |                          |
|  |  |   | <u> </u>                     | <u></u>  | · —  |                          |
|  | Mon  | ith Year  |                              |  | HOMSON   | 1                        |
| Actual or Estimated Date of Incorporation of   | r Organization:  | 3 06  | į.                           | •  | FINANCIAL                                      | } '                      |
| <b>1</b>   | [ <u>v]</u>  | <u>alal</u>   |                              | Estimated  |  |                          |
| Jurisdiction of Incorporation or Organization  | ı (Enter two-letter U.S  | . Postal Service abbre                                  | viation for State:           | <u> </u>   | •  |                          |
|  | CN for Canad   | a; FN for other foreig                                  | n jurisdiction)              | DE   |  |                          |
|  |  |   |                              |  | ·  |                          |
| GENERAL INSTRUCTIONS   | <b>%</b> .   | •   | 1                            |  | ,  | i                        |
| Federal:   | • ,  |   | į                            | ;  | •  | 1                        |
| Who Must File: All issuers making an offering of securities i  | n reliance on an exemption un  | der Regulation D or Section                             | #(6). 17 CFR 230.501 et seq  | , or 15 U.S.C. 77d(6).   |  | ļ                        |
| When To File: A notice must be filed no later than 15 days<br>SEC at the address given below or, if received at that address |  |   |                              |  |  | te it is received by the |
| •  |  |   | ty Omicu States registered t | or certified than to that accites                              | *.   |                          |
| Where to File: U.S. Securities and Exchange Commission, 4  | 50 Fifth Street, N.W., Washin  | gton, D.C. 20549,                                       |                              | **   |  | }                        |
| Copies Required: Five (5) copies of this notice must be filed  | with the SEC, one of which m   | nust be manually signed. Any                            | copies not manually signed   | must be photocopies of the m                                   | anually signed copy or bear typed or p         | ninted signatures.       |
| Information Required: A new filing must contain all inform   | ortion partierted. Amendmen  | to mand only remore the name                            | A Sthe ion and offering      | shaqan themas the info   | constion requested in Bost C and any           | maranal changes from     |
| the information previously supplied in Parts A and B. Part E   | and the Appendix need not be   | is need only report the name<br>is filed with the SEC.  | of the issuer and offering,  | any changes increto, the into                                  | mation requested in Part C, and any i          | material changes from    |
| TOK A FOR THAN 1   | •  | ••  |                              |  | •  | •                        |
| Filing Fee: There is no federal filing fee.  State:  |  |   | ( -                          | •  |  | 1                        |
| This notice shall be used to indicate reliance on the Uniform  |  |   |                              |  |  |                          |
| separate notice with the Securities Administrator in each s<br>accompany this form. This notice shall be filed in the approp | tate where sales are to be, or   | r have been made. If a state state law. The Appendix to | requires the payment of a    | fee as a precondition to the<br>of this notice and must be con | claim for the exemption, a fee in the moleted. | proper amount shall      |
|  | THE SILVE IN THE STATE OF THE S |   | •                            | 1  | <b></b>  | Į.                       |
| ,  |  | ATTE  | <u></u>                      | <del></del>  |  |                          |
| Failure to file notice in the appropri   |  |   |                              |  | .L   |                          |
| failure to file the appropriate federa filing of a federal notice.   | i notice will not re   | suit in a loss of an                                    | available state ex           | emption unless su  | cn exemption is predicat                       | ted on the               |
| SEC 1972 (5-05) Persons who  | respond to the col   | lection of informati                                    | ion contained in thi         | s form   | ;  |                          |

are not required to respond unless the form displays a currently valid OMB control number.

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1 of 8

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|   |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

## 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

|                                |                     |                             | į                   | ,          | ;<br>!                             |
|--------------------------------|---------------------|-----------------------------|---------------------|------------|------------------------------------|
| Check Box(es) that Apply:      |                     | ⊠ Beneficial Owner          |                     | ☑ Director | General and/or Managing Partner    |
| Full Name (Last name first, if | individual)         |                             |                     |            |                                    |
| Spyridonos, Niko               |                     |                             |                     |            |                                    |
| Business or Residence Addres   | ss (Number and Stre | eet, City, State, Zip Code) |                     |            |                                    |
| 5106 N. Ravenswood, Suite      |                     |                             | !                   |            |                                    |
| Check Box(es) that Apply:      | ☐ Promoter          | ☐ Beneficial Owner          | ☐ Executive Officer | ☐ Director | General and/or Managing Partner    |
| Full Name (Last name first, if | individual)         |                             |                     |            |                                    |
| Business or Residence Address  | ss (Number and Stre | eet, City, State, Zip Code) | i i                 |            | t                                  |
| Check Box(es) that Apply:      | ☐ Promoter          | ☐ Beneficial Owner          | Executive Officer   | ☐ Director | ☐ General and/or  Managing Partner |
| Full Name (Last name first, if | individual)         | 11 245                      |                     | ·          | ivialiaging radici                 |
| Business or Residence Address  | ss (Number and Stro | eet, City, State, Zip Code) | :                   |            | ,                                  |
| Check Box(es) that Apply:      | □ Promoter          | ☐ Beneficial Owner          | ☐ Executive Officer | ☐ Director | ☐ General and/or  Managing Partner |
| Full Name (Last name first, if | individual)         |                             | !                   |            |                                    |
| Business or Residence Addres   | ss (Number and Stre | eet, City, State, Zip Code) | l                   |            |                                    |
| Check Box(es) that Apply:      | ☐ Promoter          | ☐ Beneficial Owner          | ☐ Executive Officer | ☐ Director | ☐ General and/or  Managing Partner |
| Full Name (Last name first, if | individual)         |                             | t<br>t              |            |                                    |
| Business or Residence Address  | ss (Number and Str  | eet, City, State, Zip Code) | j ·                 |            | . 1                                |
| Check Box(es) that Apply:      | □ Promoter          | ☐ Beneficial Owner          | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner  |
| Full Name (Last name first, if | individual)         |                             |                     |            |                                    |
| Business or Residence Address  | ss (Number and Str  | eet, City, State, Zip Code) |                     |            |                                    |
| Check Box(es) that Apply:      | ☐ Promoter          | ☐ Beneficial Owner          | ☐ Executive Officer | ☐ Director | ☐ General and/or  Managing Partner |
| Full Name (Last name first, if | (individual)        |                             |                     |            |                                    |
| Business or Residence Addres   | ss (Number and Str  | eet, City, State, Zip Code) | i<br>I              |            |                                    |
| Check Box(es) that Apply:      | □ Promoter          | ☐ Beneficial Owner          | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner  |
| Full Name (Last name first, if | findividual)        |                             | f<br>,              |            |                                    |
| Business or Residence Addre    | ss (Number and Str  | eet, City, State, Zip Code) | ſ                   |            | ;                                  |
|                                |                     |                             | ŧ                   |            | •                                  |

| Neck hit                  | a Marie Marie         | nii duri               | A: 0 Joseph                           | 5 kg 1 % 5 B.    | HYPUKIYL                  | TION AB        | OU LOFF      | EANOTE A                               | opini and | To Marie Marie | Yes            | No   |
|---------------------------|-----------------------|------------------------|---------------------------------------|------------------|---------------------------|----------------|--------------|--|---|----------------|----------------|--|
| 1. Has the                | issuer sold.          | or does the            | issuer inten                          | d to sell, to n  | on-accred                 | ited invest    | ors in this  | offering?                              |   |                | Ö              | Ø  |
|                           | •                     |                        |                                       | er also in Ap    |                           |                |              |  | •   |                |                | ļ  |
| 2. What is                | the minimu            | n investme             |                                       | -                | -                         |                |              | -                                      |   | .,             | \$ 32,5        | 300 _  |
|                           |                       |                        |                                       |                  | , ,                       |                | :            |  | 1   |                | Yes            | No   |
| <ol><li>Does th</li></ol> | e offering p          | ermit joint o          | ownership of                          | a single uni     | t?                        |                | l<br>••••••• |  |   | .,             | ×              |  |
|                           |                       |                        |                                       |                  |                           |                | or given     | , directly or in                       | directly, any o                               | commission     |                | 1  |
|                           |                       |                        |                                       |                  |                           |                |              | urities in the o                       |   |                | , , ,          | 1  |
|                           |                       |                        |                                       |                  |                           |                |              | nd/or with a sta                       |   |                |                | 1  |
|                           |                       |                        |                                       |                  | be listed                 | are associ     | ated perso   | ons of such a b                        | roker or deale                                | r, you may     |                |  |
| set fort                  | h the inform          | ation for the          | at broker or o                        | dealer only.     |                           |                | <b>†</b>     | ű                                      | -   | · · ·          |                | . }  |
| Full Name (I              | ast name first        | t. if individua        | al)                                   | <del> </del>     |                           |                | i i          |  |   |                | <del></del>    |  |
|                           |                       | ,                      |                                       |                  | •                         |                |              |  | • •   | • •            |                |  |
| Dusiness on               | . el<br>Danidanan'i d | dmaga (Nijamba         | on and Carret 1                       | City State 7     | · Code                    |                | t            |  | <u>.</u>                                      | •              |                | <u>i.</u>                                    |
| business or i             | Residence Ad          | uress (Numb            | ei and Street,                        | City, State. Zi  | p Code)                   |                | ;            |  |   |                |                | . ]  |
|                           |                       | <u> </u>               |                                       | , ,              |                           |                | !            |  |   |                |                | i  |
| Name of Ass               | sociated Broke        | er or Dealer           |                                       |                  |                           |                | · , ·        |  | ٠,  |                |                | 1 .  |
| c                         |                       | -                      |                                       |                  | -                         | •              |              | •                                      |   |                | -              | }  |
| States in Wh              | ich Person Lis        | sted Has Soli          | cited or Intend                       | ls to Solicit Pr | ırchasers                 |                | ٠.           | ٠.                                     |   |                |                | 1  |
|                           | ll States" or cl      |                        |                                       |                  | **********                |                |              |  |   |                |                | 🖒 All States                                 |
| [AL]                      | [AK]                  | [AZ]                   | [AR]                                  | [CA]             | ; [CO]                    | [CT]           | [DI          |  | [FĹ]  | [GA]           | · (Hi)         | .   [ID]                                     |
| (IL)                      | [IN]                  | [IA]                   | [KS]                                  | [KY]             | (LA)                      | _ [ME]         | [MI          |  | [MI]  | [MN]           | [MS]           | [MO]   |
| . [MT]<br>[RI]            | (NE).<br>[SC]         | [NV]<br>[SD]           | [NH]<br>[TN]                          | [NJ]             | [NM]                      | [NY]           | [NO          |  | (OH)  | (OK)           | [OR]<br>[WY]   | [PA]   |
| ſĸij                      | [SC]                  | [30]                   | [114]                                 | [TX]             | [UT]                      | [VT]           | [V/          | \] [WA]                                | .· [WV]                                       | [WI]           | [** 1]         | [PR]<br>                                     |
| Full Name (I              | ast name firs         | t, if individua        | al)                                   |                  |                           |                | 1            |  |   | ,              |                | i  |
|                           | *,                    | •                      |                                       |                  | •                         |                |              | - ,                                    | •   |                |                |  |
| Business or l             | Residence Ad          | dress (Numbe           | er and Street                         | City State 7i    | n Code)                   | <u>'.</u>      | !            | <del></del>                            | ****  |                |                | <del></del>                                  |
| ,                         | realization real      | دادی: (۱۰۵۱۱۱۵۰)<br>با | er and proces                         | ·                | p Chaic)                  |                | 3 %          |  |   | ,              |                | 1  |
|                           |                       |                        | <u> </u>                              | ·                |                           |                | . 1 '        | `                                      |   |                |                | <u> </u>                                     |
| Name of Ass               | sociated Broke        | er or Dealer           |                                       |                  |                           |                |              |  | •   | , " ,          | •              |  |
|                           |                       |                        |                                       | , ,              |                           |                |              |  |   |                | • •            | !  |
|                           | iich Person Lis       | -                      |                                       | ls to Solicit Pu | irchasers                 | • 1            | 1            | -                                      |   |                | •              |  |
|                           | II States" or cl      | neck individu          | ıal States)                           |                  | •                         |                |              | ······································ |   |                |                | 🗖 All State                                  |
| (AL)                      | [AK]                  | [AZ]                   | [AR]                                  | [CA]             | [CO]                      | [CT]           | [D]          |  | [FL]  | [GA]           | [HI] '         | [ID]   |
| (IL)<br>[MT]              | [IN]<br>[NE]          | [IA]<br>[NV]           | [KS]<br>[NH]                          | [KY]<br>[NJ]     | [LA] <sup>.</sup><br>[NM] | - [ME]<br>[NY] | ' '[MI       |  | [MI]<br>· [OH]                                | [MN]<br>[OK]   | [MS]<br>[OR]   | [MO]<br> [PA]                                |
| [RI]                      | , [SC]                | [SD]                   | [TN]                                  | [TX]             | [עדן]                     | ·[VT]          | [v/          |  | [WV]  | [WI]           | (WY)           | [PR]   |
|                           | <u> </u>              |                        |                                       |                  | <u> </u>                  | <u>.</u>       |              |  | <u>.</u>                                      |                |                | <u>    i                                </u> |
| Full Name (i              | Last name firs        | t, if individua        | al)                                   |                  |                           |                |              |  |   | 7.             |                | ļ  |
|                           |                       |                        |                                       |                  |                           |                |              |  |   |                |                | +  |
| Business or               | Residence Ad          | dress (Numb            | er and Street,                        | City, State, Zi  | p Code)                   |                |              | *****                                  |   |                | •              | 1  |
| را م                      | ٠,                    |                        |                                       | •                |                           |                | •            | • ;                                    |   |                |                | •  |
| Name of Ass               | sociated Broke        | er or Dealer           | · · · · · · · · · · · · · · · · · · · | <del></del> _    | ·                         | · .            | • .          | *                                      |   |                | •              | 1  |
| 1                         |                       |                        |                                       |                  |                           |                |              |  | ÷   |                |                | ,  |
| Chatagia Will             | int Dames !!          |                        |                                       |                  |                           | :_             |              | <del></del>                            |   | ·              |                |  |
|                           | iich Person Li:       |                        |                                       | is to Solicit Pi | irchasers                 | •              |              |  |   |                | •              | D AD Stee                                    |
| (Check "A                 | ll States" or cl      | neck individu<br>[AZ]  |                                       | fC & 1           |                           | ستنا           | . 1555       | i 💤 (DC)                               | רוטו "  | [(2.41)        | [µn            | □ All State                                  |
| [IL]                      | [AN]<br>[IN]          | [AZ]<br>[IA]           | [AR]<br>[KS]                          | [CA]<br>[KY]     | [CO]<br>[LA]              | [CT]<br>[ME]   |              | :] [ICC]                               | [FL]<br>[MI]                                  | [GA] ·<br>[MN] | . [HI]<br>[MS] | [MO]   |
| [MT]                      | (NE)                  | [NV]                   | [NH]                                  | [NJ]             | [NM]                      | [NY]           | [NC          | cj [ND]                                | [ОН]  | [OK]           | [OR]           | [PA]   |
| [RI]                      | [SC]                  | . [SD]·                | [TN]                                  | [TX]             | [UT]                      | · [VT]         | [VA          | A). [WA]                               | [WV]  | . [WI]         | [WY]           | [PR]   |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## MC OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already .exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt ...... Equity ..... ☑ Common ☐ Preferred Convertible Securities (including Warrants) Partnership Interests..... Other (Specify\_\_\_\_\_) Total..... Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$\_65,000 Non-accredited Investors -0-Total (for filings under Rule 504 only)..... \$ 65,000 Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of offering Security Sold Rule 505 N/A Regulation A ..... N/A N/A Rule 504 ..... \$\_65,000<sup>1</sup> Equity Total ..... Equity a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees...... Printing and Engraving Costs Legal Fees 4,000

-0-

-0-

Accounting Fees.

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) Miscellaneous

Total ......

| b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses firmished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusced gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, formish an estimate and check the box to the left of the estimate. The total of the psymens listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.    Payments to Offices. Directors & Affiliars   Payments to Offices. Directors & Affiliars   Payments to Others   Payments of the p | C. OFFERING PRICE NUMBER C  | OF INVESTORS,                           | EXPENSES AND                           | USE OF PROCEEDS       |                           |  |
|--|---|---|--|-----------------------|---------------------------|--|
| 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.h. above.    Payments to Offices, Directors & Offices, Directors & Affiliate Poyments to Offices, Directors & Affiliate Poyments to Offices, Directors & Payments to Offices, Directors & Offices, | Question 1 and total expenses furnished in response to  | Part C - Questi                         | on 4.a. This diffe                     | rence is              |                           | 5 61.000                                     |
| Salaries and Fees.  Salaries and Fees.  Purchase of real estate.  Purchase, cental or leasing and installation of machinery and equipment.  Construction or lease of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Repayment of indebtedness.  Other (specify)  Column Totals.  Total Payments Listed (column totals added).  Defendent Securities and Exchange Commission, upon written request of its staff, afformation furnished by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, afformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Niko Spyridonos  Payments Listed (Print or Type)  Title of Signer (Print or Type)  Niko Spyridonos  | used for each of the purposes shown. If the amount estimate and check the box to the left of the estimate.                            | for any purpose<br>The total of the p   | is not known, fur<br>ayments listed mu | rnish an<br>ıst equal | * ·                       | ,  |
| Salaries and Fees  Salaries and Fees  Salaries and Fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or lease of plant buildings and facilities  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Purchase, rental or leasing and installation of machinery and equipment  Other (specify)  Column Totals  Total Payments Listed (column totals added)  DEFEDERAL SIGNATURE  DEFEDERAL SIGNATURE  DEFEDERAL SIGNATURE  Solution  Solution  Solution  Solution  Date  Listed (Print or Type)  Niko Spyridonos  Adfiliates  Payments Listed (Payments Listed (Print or Type)  President  Adfiliates  Payments Listed (Payments Listed (Print or Type)  Title of Signature  President  |   | •                                       |  | Officers, *           | •                         | †<br>•                                       |
| Salaries and Fees.  Purchase of real estate.  Purchase, rental or leasing and installation of machinery and equipment.  Construction or lease of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtechness.  Working capital.  Other (specify)  Column Totals.  Total Payments Listed (column totals added).  Diffederal Salarium and Sala |   |   | 1                                      |                       | •                         |  |
| Purchase of real estate  | Salaries and Fees   |   | · _                                    | -0-                   |                           |  |
| Purchase, rental or leasing and installation of machinery and equipment   \$ 4.  |   |   | •                                      |                       | ,                         | 1  |
| Construction or lease of plant buildings and facilities  |   |   |  |                       | . – .                     | <del></del>                                  |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.    S   |   |   |  |                       |                           |  |
| issuer pursuant to a merger)  Repayment of indebtedness  Other (specify)  Column Totals  Total Payments Listed (column totals added)  Diffederal Signature  Diffederal Signature  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  Other (specify)  S 4- S 561,000  S 61,000  S 61,000  S 61,000  S 61,000  S 61,000  Diffederal Signature  Signature  Date  12/05/06  | Acquisition of other businesses (including the value of se  | curities involved                       | in this                                | . ,                   | <u>-</u>                  |  |
| Repayment of indebtedness  |   |   |  | 1 S <u>-0-</u>        |                           | s <u>-</u> 0-                                |
| Working capital Other (specify)  Column Totals. Total Payments Listed (column totals added)  Diffederal/Signature  Diffederal/Signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  S 61,000  S 61,000  S 61,000  S 61,000  S 61,000  Diffederal/Signature  Diffederal/Signature  Signature  Date  12/05/06  |   |   |  | ] \$0-                | 🗖                         | \$   |
| Other (specify)  Column Totals  Total Payments Listed (column totals added)  DiFEDERAL SIGNATURE  DifeDERAL SIGNAT | -   |   |  | ] \$0-                | ×                         | \$ 61,000                                    |
| Column Totals.  Total Payments Listed (column totals added)  Diffederal Signature  Diffederal Signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Signature  AutoAgent Software, Inc.  Title of Signer (Print or Type)  Niko Spyridonos  President  | Other (specify)   |   |  |                       | •                         |  |
| The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  President  |   |   | C                                      | ]. , \$ <u>-0-</u>    | _ 🗆                       | s  |
| The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  Date  12/05/06   | Column Totals   | *************************************** | <u></u>                                | ]                     | ַ⊠                        | \$ 61,000                                    |
| The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  Title of Signer (Print or Type)  President   | Total Payments Listed (column totals added)   | *************************************** |  | ⊠ \$ <u>61</u>        | ,000                      |  |
| The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  Title of Signer (Print or Type)  President   |   |   | 1                                      |                       | <b>.</b> .                |  |
| The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  AutoAgent Software, Inc.  Name of Signer (Print or Type)  Niko Spyridonos  Title of Signer (Print or Type)  President   |   | FEDERAL SICN                            | ATTIDE                                 | SETTEMENT OF SETTING  |                           |  |
| Name of Signer (Print or Type)  Niko Spyridonos  Title of Signer (Print or Type)  President  | signature constitutes an undertaking by the issuer to furnish to information furnished by the issuer to any non-accredited investor p | the U.S. Securit<br>pursuant to parag   | ies and Exchange                       | Commission, upon      | under Rule<br>written req | juest of its staff, t                        |
| Niko Spyridonos President  | AutoAgent Software, Inc.  |   |  |                       |                           | 12/05/06                                     |
| Niko Spyridonos President  | Name of Signer (Print or Type)  | Title of Signe                          | er (Print or Type)                     |                       |                           | <u>-                                    </u> |
| ATTENTION  |   |   |  | ·                     |                           |  |
| ATTENTION  | •   |   | 1                                      | •                     |                           | 1  |
| ATTENTION  |   |   | 1 .                                    | ,                     | ٠.                        |  |
| ATTENTION  |   |   |  |                       |                           |  |
| ATTENTION  | *:  |   |  |                       |                           | :<br>!                                       |
| ATTENTION  |   | •                                       |  | ,                     |                           |  |
| ATTENTION  |   | -                                       |  |                       | _                         | 1  |
| ATTENTION  |   |   |  |                       | •                         |  |
| ATTENTION  |   |   |  |                       |                           | ·   · -                                      |
|  | A   | TTENTION                                | <b>N</b>                               |                       |                           | 1  |

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# E. STATE SIGNATURE

| 1. | Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions | Yes | No |
|----|--|-----|----|
|    | of such rule?  |     | ×  |
|    | · · · · · · · · · · · · · · · · · · ·  | •   | +  |
|    |  |     | į. |

### See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has ready this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS ARE PROVIDED AND SHALL BE ENFORCEABLE AGAINST THE ISSUER ONLY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996.

|                                 |                                 | <del></del> |
|---------------------------------|---------------------------------|-------------|
| Issuer (Print or Type)          | Signature                       | Date        |
| AutoAgent Software, Inc.        |                                 | 12/05/06    |
| Name of Signer (Print or Type). | Title of Signer (Print or Type) |             |
| Niko Spyridonos                 | President                       |             |

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

| 1        | Intended<br>to non-act<br>investors<br>(Part B- | d to sell<br>ecredited<br>in State | Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) |                                      | amount p    | f investor and urchased in State t C-Item 2) |          | Disqual<br>under Sta<br>(if yes,<br>explana<br>waiver<br>(Part E | tification<br>te ULOE<br>attach<br>attion of<br>granted) |
|----------|---|------------------------------------|--|--------------------------------------|-------------|--|----------|--|--|
| State    | Yes   | No                                 | Common<br>Equity   | Number of<br>Accredited<br>Investors | Amount      | Number of<br>Non-Accredited<br>Investors     | Amount   | Yes  | No   |
| AL       |   | 1                                  | •  |                                      |             | •  | ·<br>-   |  | ·  |
| AK       | ,   |                                    | Y  | <del>,</del>                         | , "         |  |          |  |  |
| ΑZ       | 4   | <b>.</b>                           |  |                                      | ,           |  |          | <del></del> -  |  |
| AR       |   |                                    |  |                                      |             |  | - ,      |  |  |
| CA       |   |                                    |  | :                                    |             |  | · .      |  |  |
| со       |   |                                    |  |                                      | , ,         | •  |          |  |  |
| CT<br>#  |   |                                    |  |                                      |             |  |          |  |  |
| DE       |   |                                    |  |                                      | ì ì         |  |          |  | 1  |
| DC       | Į r   |                                    |  |                                      | -           |  |          |  |  |
| FL       |   |                                    | <i>.</i>   |                                      | -           |  | ,        |  |  |
| GA       |   |                                    |  | ·                                    | 1           |  |          |  | -  |
| Hi       | ;   |                                    | · · · · · · · · · · · · · · · · · · ·  | ·                                    |             | !  | ;<br>;   |  | ļ  |
| ID       |   |                                    |  |                                      | <u>, j.</u> |  |          |  |  |
| . IL     |   |                                    | ·  |                                      | <u> </u>    | <u> </u>                                     |          |  | · · ·  |
| IN<br>_  | •   |                                    |  |                                      | <u> </u>    |  |          | <u> </u>   |  |
| IĄ.      |   | ļ                                  | <u> </u>   |                                      |             |  |          |  |  |
| KŞ       |   | ••                                 |  | ,                                    |             |  | ,        |  |  |
| KY       |   |                                    | <del></del>  |                                      | 1,1         |  |          |  |  |
| LA<br>ME | •   |                                    | <u> </u>   |                                      |             | <u> </u>                                     | · ·      | ,  |  |
| MË<br>MD |   |                                    | · ·  |                                      |             | <u> </u>                                     | *        | <u>·</u>   | 1  |
| MA       |   |                                    |  |                                      | •           |  |          | <u> </u>   |  |
| MI       |   | Χ                                  | \$65,000   | 2                                    | \$65,000    | -0-  | -0-      | **. *  | \ \ X  |
| MN       |   |                                    |  |                                      |             |  |          | ·  |  |
| MŞ       |   | <del>-</del>                       | <u> </u>   |                                      |             |  | <u>.</u> |  |  |
| МО       |   | <del> </del>                       |  | <b>V</b>                             |             |  | , ,      |  |  |

| 1                    |     | d tổ sell   | Type of security and aggregate offering price offered in state (Part C-Item 1) |                                | Type o<br>amount pi<br>(Par | f investor and urchased in State t C-Item 2) |        | Disquall<br>under Sta<br>(if yes, | te ULOE<br>attach<br>ition of          |
|----------------------|-----|-------------|--|--------------------------------|-----------------------------|--|--------|-----------------------------------|--|
| State                | Yes | No          | Common<br>Equity   | Number of Accredited Investors | Amount                      | Number of<br>Non-Accredited<br>Investors     | Amount | Yes                               | No                                     |
| MT                   | •   | -           |  |                                |                             |  |        |                                   | <del></del>                            |
| NE                   |     |             | · ·  |                                |                             | <u> </u>                                     |        |                                   | •                                      |
| NV.                  | ;   |             |  |                                |                             |  | ·      |                                   | ·                                      |
| NH                   | - i | ,           |  |                                |                             | <u> </u>                                     | •      |                                   |  |
| NJ                   |     |             |  |                                | · · ·                       |  |        |                                   | , :                                    |
| NM .                 | •   | ,           |  |                                |                             | c  |        |                                   |  |
| NY                   | , , | · · ·       |  |                                |                             |  |        | , ,                               | ]                                      |
| NC                   |     |             | ,  |                                |                             |  |        | ·                                 | <u>.</u>                               |
| ND                   |     |             | ,  |                                |                             |  |        |                                   | ;                                      |
| ОН                   |     | <del></del> |  |                                | ,                           |  |        | <del>-</del>                      | <del></del>                            |
| ок                   | , , |             |  |                                |                             |  |        |                                   | <u> </u>                               |
| OR .                 |     |             |  |                                | 1                           |  |        |                                   | 1                                      |
| PA                   |     |             |  |                                |                             |  |        |                                   |  |
| • RI                 | ·   |             |  |                                |                             |  |        |                                   | t :                                    |
| sc                   |     | ٠,          |  |                                |                             |  |        |                                   |  |
| SD                   |     | ·           |  |                                |                             |  |        |                                   | •                                      |
| TN                   | •   |             |  |                                |                             | _  |        |                                   | : 1                                    |
| тх                   |     |             |  |                                |                             |  | •      |                                   | 1                                      |
| UŢ                   |     |             |  |                                | ŧ                           | :  |        |                                   |  |
| VT                   | •   |             |  |                                | 1                           |  |        | 4.                                |  |
| VA                   |     |             |  |                                |                             |  |        |                                   | , — —————————————————————————————————— |
| WA                   |     |             |  |                                |                             | •  |        |                                   |  |
| wv                   |     |             |  |                                |                             |  |        |                                   |  |
| WI                   |     |             |  |                                | ,                           | •  |        |                                   | -                                      |
| WY                   | ,   | 7           |  | · .                            |                             |  |        |                                   | •                                      |
| PR .                 |     | ;           |  | ·                              |                             |  |        | •                                 |  |
| Foreign<br>Investors |     |             | •  |                                | j .                         | ,  |        |                                   |  |